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ANNUAL STATEMENT  
FOR THE YEAR ENDING DECEMBER 31, 2012  
OF THE CONDITION AND AFFAIRS OF THE

CoventryCares of Michigan, Inc.

NAIC Group Code1137, 1137, NAIC Company Code12193Employer's ID Number20-1052897

(Current Period)(Prior Period)

Organized under the Laws ofMichigan, State of Domicile or Port of EntryMichigan

Country of DomicileUnited States

Licensed as business type: Life, Accident & Health [ ]Property/Casualty [ ]Hospital, Medical & Dental Service or Indemnity [ ]

Dental Service Corporation [ ]Vision Service Corporation [ ]Health Maintenance Organization [ X ]

Other [ ]Is HMO, Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized04/22/2004Commenced Business10/01/2004

Statutory Home Office1333 Gratiot, Ste 400, Detroit, MI, 48207

(Street and Number)(City, State, Country and Zip Code)

Main Administrative Office1333 Gratiot, Ste 400

(Street and Number)

Detroit, MI, 48207313-465-1519

(City, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail Address1333 Gratiot, Ste 400, Detroit, MI, 48207

(Street and Number or P.O. Box)(City, State, Country and Zip Code)

Primary Location of Books and Records1333 Gratiot, Ste 400

(Street and Number)

Detroit, MI, 48207313-465-1519

(City, State, Country and Zip Code)(Area Code) (Telephone Number) (Extension)

Internet Web Site Addresswww.CoventryCaresMI.com

Statutory Statement ContactKenyata J. Rogers, 313-465-1519

(Name)(Area Code) (Telephone Number) (Extension)

KJRogers@cvty.com313-465-1604

(E-Mail Address)(Fax Number)

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller & Treasurer	Timothy E Nolan #	Executive Vice President

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary	Melinda L. Tuozzo	Assistant Treasurer
Shirley R Smith	Secretary		

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Claudia Bjerre #	Michael J. Burgoyne #	Timothy E. Nolan #
Harvey Turner #	Ernestine Romero		

State ofMichigan.....  
County ofWayne.....

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The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen  
President and Chief Executive Officer

Kenyata Jamilea Rogers  
Chief Financial Officer

John Joseph Ruhlmann  
Corporate Controller & Treasurer

Subscribed and sworn to before me this day of, \_\_\_\_\_

\_\_\_\_\_

Rochelle D. Jenkins, Notary Public  
December 25, 2013

a. Is this an original filing? Yes [ X ] No [ ]

b. If no:

1. State the amendment number \_\_\_\_\_

2. Date filed \_\_\_\_\_

3. Number of pages attached \_\_\_\_\_

## ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CoventryCares of Michigan, Inc.

## EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

## ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CoventryCares of Michigan, Inc.

## EXHIBIT 3 - HEALTH CARE RECEIVABLES

[illegible]

**EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

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**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CoventryCares of Michigan, Inc.**

## EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CoventryCares of Michigan, Inc.**

## EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

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EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment .....	320,601		289,703	30,898	30,898	
2. Medical furniture, equipment and fixtures .....						
3. Pharmaceuticals and surgical supplies .....						
4. Durable medical equipment .....						
5. Other property and equipment						
6. Total	320,601	0	289,703	30,898	30,898	0





ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CoventryCares of Michigan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION CoventryCares of Michigan, Inc. 2. (LOCATION)

NAIC Group Code	1137	BUSINESS IN THE STATE OF Michigan		DURING THE YEAR 2012				NAIC Company Code		12193
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	46,350	492							45,858	
2 First Quarter .....	45,012	515							44,497	
3 Second Quarter .....	45,051	583							44,468	
4. Third Quarter .....	43,883	657							43,226	
5. Current Year	42,831	619							42,212	
6 Current Year Member Months	535,706	6,962							528,744	
Total Member Ambulatory Encounters for Year:										
7. Physician .....	394,739	2,342							392,397	
8. Non-Physician .....	72,013	164							71,849	
9. Total	466,752	2,506	0	0	0	0	0	0	464,246	0
10. Hospital Patient Days Incurred	28,162	11							28,151	
11. Number of Inpatient Admissions	6,307	4							6,303	
12. Health Premiums Written (b).....	173,631,621	553,580							173,078,041	
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	173,631,621	553,580							173,078,041	
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services .....	148,808,355	288,527							148,519,828	
18. Amount Incurred for Provision of Health Care Services	148,513,976	310,363							148,203,613	

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0



ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CoventryCares of Michigan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION CoventryCares of Michigan, Inc. 2. (LOCATION)

NAIC Group Code	1137	BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2012				NAIC Company Code		12193
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	46,350	492	0	0	0	0	0	0	45,858	0
2 First Quarter .....	45,012	515	0	0	0	0	0	0	44,497	0
3 Second Quarter .....	45,051	583	0	0	0	0	0	0	44,468	0
4. Third Quarter .....	43,883	657	0	0	0	0	0	0	43,226	0
5. Current Year	42,831	619	0	0	0	0	0	0	42,212	0
6 Current Year Member Months	535,706	6,962	0	0	0	0	0	0	528,744	0
Total Member Ambulatory Encounters for Year:										
7. Physician .....	394,739	2,342	0	0	0	0	0	0	392,397	0
8. Non-Physician .....	72,013	164	0	0	0	0	0	0	71,849	0
9. Total	466,752	2,506	0	0	0	0	0	0	464,246	0
10. Hospital Patient Days Incurred	28,162	11	0	0	0	0	0	0	28,151	0
11. Number of Inpatient Admissions	6,307	4	0	0	0	0	0	0	6,303	0
12. Health Premiums Written (b).....	173,631,621	553,580	0	0	0	0	0	0	173,078,041	0
13. Life Premiums Direct.....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written.....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned.....	173,631,621	553,580	0	0	0	0	0	0	173,078,041	0
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services .....	148,808,355	288,527	0	0	0	0	0	0	148,519,828	0
18. Amount Incurred for Provision of Health Care Services	148,513,976	310,363	0	0	0	0	0	0	148,203,613	0

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0

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## ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CoventryCares of Michigan, Inc.

## SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

[illegible]

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Schedule S - Part 4  
NONE

Schedule S - Part 5  
NONE

Schedule S - Part 6

Five-Year Exhibit of Reinsurance Ceded Business  
(000 Omitted)

	1 2012	2 2011	3 2010	4 2009	5 2008
<b>A. OPERATIONS ITEMS</b>					
1. Premiums.....	7	3	0	0	0
2. Title XVIII-Medicare.....	0	0	0	0	0
3. Title XIX-Medicaid.....	565	723	1,055	1,103	1,139
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
<b>B. BALANCE SHEET ITEMS</b>					
6. Premiums receivable .....		0	0	0	0
7. Claims payable.....		0	0	0	0
8. Reinsurance recoverable on paid losses.....	0	0	493	532	470
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances due.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers.....	0	XXX	XXX	XXX	XXX
<b>C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
13. Funds deposited by and withheld from (F).....	0	0	0	0	0
14. Letters of credit (L).....	0	0	0	0	0
15. Trust agreements (T).....	0	0	0	0	0
16. Other (O).....	0	0	0	0	0
<b>D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
17. Multiple Beneficiary Trust.....	0	XXX	XXX	XXX	XXX
18. Funds deposited by and withheld from (F).....	0	XXX	XXX	XXX	XXX
19. Letters of credit (L).....	0	XXX	XXX	XXX	XXX
20. Trust agreements (T).....	0	XXX	XXX	XXX	XXX
21. Other (O)	0	XXX	XXX	XXX	XXX

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
<b>ASSETS (Page 2, Col. 3)</b>			
1. Cash and invested assets (Line 12) .....	42,645,904		42,645,904
2. Accident and health premiums due and unpaid (Line 15).....	0		0
3. Amounts recoverable from reinsurers (Line 16.1).....	0		0
4. Net credit for ceded reinsurance.....	XXX	252,655	252,655
5. All other admitted assets (Balance).....	4,066,193		4,066,193
6. Total assets (Line 28)	46,712,097	252,655	46,964,752
<b>LIABILITIES, CAPITAL AND SURPLUS (Page 3)</b>			
7. Claims unpaid (Line 1).....	19,344,078	252,655	19,596,733
8. Accrued medical incentive pool and bonus payments (Line 2).....	781,306		781,306
9. Premiums received in advance (Line 8).....	150,092		150,092
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount) .....	0		0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount).....	0		0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount).....	0		0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount).....	0		0
14. All other liabilities (Balance).....	2,183,176		2,183,176
15. Total liabilities (Line 24).....	22,458,652	252,655	22,711,307
16. Total capital and surplus (Line 33).....	24,253,445	XXX	24,253,445
17. Total liabilities, capital and surplus (Line 34)	46,712,097	252,655	46,964,752
<b>NET CREDIT FOR CEDED REINSURANCE</b>			
18. Claims unpaid.....	252,655		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance .....	0		
21. Reinsurance recoverable on paid losses .....	0		
22. Other ceded reinsurance recoverables .....	0		
23. Total ceded reinsurance recoverables .....	252,655		
24. Premiums receivable .....	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....	0		
26. Unauthorized reinsurance .....	0		
27. Reinsurance with Certified Reinsurers.....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers.....	0		
29. Other ceded reinsurance payables/offsets .....	0		
30. Total ceded reinsurance payables/offsets .....	0		
31. Total net credit for ceded reinsurance	252,655		



SCHEDULE T – PART 2  
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

Allocated By States and Territories

		Direct Business Only					
		1	2	3	4	5	6
States, Etc.		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama .....	AL .....						.0
2. Alaska .....	AK .....						.0
3. Arizona .....	AZ .....						.0
4. Arkansas .....	AR .....						.0
5. California .....	CA .....						.0
6. Colorado .....	CO .....						.0
7. Connecticut .....	CT .....						.0
8. Delaware .....	DE .....						.0
9. District of Columbia .....	DC .....						.0
10. Florida .....	FL .....						.0
11. Georgia .....	GA .....						.0
12. Hawaii .....	HI .....						.0
13. Idaho .....	ID .....						.0
14. Illinois .....	IL .....						.0
15. Indiana .....	IN .....						.0
16. Iowa .....	IA .....						.0
17. Kansas .....	KS .....						.0
18. Kentucky .....	KY .....						.0
19. Louisiana .....	LA .....						.0
20. Maine .....	ME .....						.0
21. Maryland .....	MD .....						.0
22. Massachusetts .....	MA .....						.0
23. Michigan .....	MI .....						.0
24. Minnesota .....	MN .....						.0
25. Mississippi .....	MS .....						.0
26. Missouri .....	MO .....						.0
27. Montana .....	MT .....						.0
28. Nebraska .....	NE .....						.0
29. Nevada .....	NV .....						.0
30. New Hampshire .....	NH .....						.0
31. New Jersey .....	NJ .....						.0
32. New Mexico .....	NM .....						.0
33. New York .....	NY .....						.0
34. North Carolina .....	NC .....						.0
35. North Dakota .....	ND .....						.0
36. Ohio .....	OH .....						.0
37. Oklahoma .....	OK .....						.0
38. Oregon .....	OR .....						.0
39. Pennsylvania .....	PA .....						.0
40. Rhode Island .....	RI .....						.0
41. South Carolina .....	SC .....						.0
42. South Dakota .....	SD .....						.0
43. Tennessee .....	TN .....						.0
44. Texas .....	TX .....						.0
45. Utah .....	UT .....						.0
46. Vermont .....	VT .....						.0
47. Virginia .....	VA .....						.0
48. Washington .....	WA .....						.0
49. West Virginia .....	WV .....						.0
50. Wisconsin .....	WI .....						.0
51. Wyoming .....	WY .....						.0
52. American Samoa .....	AS .....						.0
53. Guam .....	GU .....						.0
54. Puerto Rico .....	PR .....						.0
55. US Virgin Islands .....	VI .....						.0
56. Northern Mariana Islands .....	MP .....						.0
57. Canada .....	CAN .....						.0
58. Aggregate Other Alien .....	OT .....						.0
59. Totals		0	0	0	0	0	0

NONE

SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137.....	Coventry Health Care Inc.....	00000.....	52-2073000.....			NYSE	Coventry Health Care Inc.....	DE	UDP			0.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	81973.....	75-1296086.....				Coventry Health & Life Insurance Co.....	MO	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	51-0406894.....				Coventry Financial Mgmt Services, Inc.....	DE	NIA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	96460.....	51-0293139.....				Coventry Health Care of Delaware, Inc.....	DE	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95282.....	51-0353639.....				Coventry Health Care of Georgia, Inc.....	GA	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	52-1801446.....				Group Dental Services, Inc.....	MD	NIA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95283.....	51-0353638.....				Coventry Health Care of Pennsylvania, In.....	PA	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95241.....	42-1244752.....				Coventry Health Care of Iowa, Inc.....	IA	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95925.....	42-1308659.....				Coventry Health Care of Nebraska, Inc.....	NE	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95173.....	74-2381406.....				Coventry Health Care of Louisiana, Inc.....	LA	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95060.....	25-1264318.....				HealthAmerica Pennsylvania Inc.....	PA	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	11102.....	23-2366731.....				HealthAssurance Pennsylvania, Inc.....	PA	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	47-0854096.....				Coventry Prescription Mgmt Svcs, Inc.....	NV	NIA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	26-3525878.....				Group Health Plan of Delaware, LLC.....	DE	NIA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	96555.....	54-1576305.....				Coventry Health Care of Virginia, Inc.....	VA	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	01-0646056.....				Coventry Transplant Network, Inc.....	DE	NIA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	96377.....	43-1372307.....				Coventry Health Care of Missouri, Inc.....	MO	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95318.....	43-1702094.....				HealthCare USA of Missouri, LLC.....	MO	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	25-1794529.....				Coventry Management Services, Inc.....	PA	NIA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95408.....	55-0712129.....				Coventry Health Care of West Virginia, Inc.....	WV	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95321.....	20-0229117.....				Coventry Health Care of the Carolinas, Inc.....	NC	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	12604.....	20-4647469.....				Wellpath of South Carolina, Inc.....	SC	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	62-1411933.....				Coventry Health Care Mgmt Corp.....	DE	NIA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	14348.....	45-2493369.....				Coventry Health Care of Texas, Inc.....	TX	IA	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	

SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137.....	Coventry Health Care Inc.....	95489.....	48-0840330.....				Coventry Health Care of Kansas, Inc.....	KS.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	20-1736437.....				First Health Group Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	26-1582982.....				MHNet Specialty Services, LLC.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	12193.....	20-1052897.....				CoventryCares of Michigan, Inc.....	MI.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95407.....	87-0345631.....				Altius Health Plans, Inc.....	UT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	51-0410308.....				HealthAssurance Financial Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	20-4416606.....				HealthCare USA of Tennessee, LLC.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	11531.....	02-0639951.....				CHC Casualty Risk Retention Group, Inc.....	VT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	74160.....	37-1241037.....				Coventry Health Care of Illinois, Inc.....	IL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	20-8070994.....				CHC National Accounts, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	20-5185442.....				CHC National Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	20-8376354.....				CHC Workers' Compensation, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	20-1130063.....				Florida Health Plan Administrators, LLC.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	26-1293772.....				Coventry Consumer Advantage, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	20-4096903.....				First Script Network Services, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	06-1095987.....				MetraComp, Inc.....	CT.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	74-2879984.....				Medical Examinations of NY, P.C.....	NY.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	62-1266888.....				FOCUS Healthcare Management, Inc.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	26-2516000.....				Coventry Ind. Medical Exam of TX, PA.....	TX.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	90328.....	38-2242132.....				First Health Life & Health Ins Co.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	87-0443226.....				First Health Strategies, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	00000.....	52-1320522.....				Claims Administration Corp.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	81000.....	75-1431313.....				Cambridge Life Insurance Co.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	
01137.....	Coventry Health Care Inc.....	95114.....	65-0986441.....				Coventry Health Care of Florida, Inc.....	FL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	

## 41.2

[illegible]

Asterisk	Explanation
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SCHEDULE Y

PART 2 - SUMMARY OF INSURER’S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
00000	52-2073000	Coventry Health Care Inc	238,925,000	(134,000,000)			520,804,702	0		(54,729)	625,674,973	0
81973	75-1296086	Coventry Health & Life Insurance Company	0	95,000,000			(418,793,631)	32,063,765		0	(291,729,866)	(29,555,784)
00000	51-0406894	Coventry Financial Mgmt Services, Inc	(4,200,000)	0			4,590,713	0		0	390,713	0
96460	51-0293139	Coventry Health Care of Delaware, Inc	0	0			(41,780,581)	347,188		0	(41,433,393)	2,073,616
95282	51-0353639	Coventry Health Care of Georgia, Inc	0	0			(104,892,345)	(1,639,631)		0	(106,531,977)	1,309,487
00000	52-1801446	Group Dental Services, Inc	489,200	0			18,047,354	0		0	18,536,554	0
95283	51-0353638	Coventry Health Care of Pennsylvania, In	0	0			(15,505)	0		0	(15,505)	0
95241	42-1244752	Coventry Health Care of Iowa, Inc	(12,000,000)	0			(17,334,919)	(1,831,918)		0	(31,166,836)	453,267
95925	42-1308659	Coventry Health Care of Nebraska, Inc	0	0			(28,878,975)	(2,865,842)		0	(31,744,817)	1,826,145
95173	74-2381406	Coventry Health Care of Louisiana, Inc	(6,000,000)	0			(38,285,917)	(873,660)		0	(45,159,576)	854,487
95060	25-1264318	HealthAmerica Pennsylvania Inc	(28,500,000)	0			(24,043,736)	(2,881,532)		0	(55,425,268)	2,133,480
11102	23-2366731	HealthAssurance Pennsylvania, Inc	(16,000,000)	0			(224,036,130)	(4,783,474)		0	(244,819,604)	4,097,729
00000	47-0854096	Coventry Prescription Mgmt Services, Inc	0	0			581,572,228	0		0	581,572,228	0
00000	26-3525878	Group Health Plan of Delaware, LLC	0	0			0	0		0	0	0
96555	54-1576305	Coventry Health Care of Virginia, Inc	(23,000,000)	0			(44,152,597)	(1,314,388)		0	(68,466,985)	1,484,878
00000	01-0646056	Coventry Transplant Network, Inc	0	0			(113,312)	0		0	(113,312)	0
96377	43-1372307	Coventry Health Care of Missouri, Inc	(47,000,000)	0			(70,844,356)	(20,368,978)		0	(138,213,334)	1,512,668
95318	43-1702094	HealthCare USA of Missouri, LLC	0	2,728,050			(71,045,254)	(6,412,807)		0	(74,730,011)	2,874,075
00000	25-1794529	Coventry Management Services, Inc	0	0			783,665,692	0		0	783,665,692	0
95408	55-0712129	CHC of West Virginia, Inc	(9,700,000)	0			(23,815,242)	(1,531,524)		0	(35,046,767)	1,547,935
95321	20-0229117	CHC of the Carolinas, Inc	(14,000,000)	0			(67,817,478)	(1,587,401)		0	(83,404,879)	1,964,164
12604	20-4647469	WellPath of South Carolina, Inc	0	0			(703)	0		0	(703)	0
00000	62-1411933	Coventry Health Care Mgmt Corp	0	0			(18,491,230)	0		0	(18,491,230)	0
14348	45-2493369	Coventry Health Care of Texas, Inc	0	12,000,000			576,047	0		0	12,576,047	0
95489	48-0840330	Coventry Health Care of Kansas, Inc	0	24,271,950			(105,333,533)	15,886,958		0	(65,174,625)	2,483,361
00000	20-1736437	First Health Group Corp	(6,750,000)	0			(68,726,829)	0		0	(75,476,829)	0
00000	26-1582982	MHNet Specialty Services, LLC	(2,000,000)	0			98,743,805	0		0	96,743,805	0
12193	20-1052897	CoventryCares of Michigan, Inc	(8,500,000)	0			(8,198,739)	(416,148)		0	(17,114,887)	252,655
95407	87-0345631	Altius Health Plans, Inc	(12,000,000)	0			(88,628,277)	(207,727)		0	(100,836,004)	1,484,016
00000	51-0410308	HealthAssurance Financial Services, Inc	(4,775,000)	0			6,847,553	0		0	2,072,553	0
00000	20-4416606	HealthCare USA of Tennessee, LLC	0	0			54	0		0	54	0
11531	02-0639951	CHC Casualty Risk Retention Group, Inc	0	0			6,212,205	0		0	6,212,205	0
74160	37-1241037	Coventry Health Care of Illinois, Inc	(21,000,000)	0			(44,240,438)	(1,773,352)		0	(67,013,790)	991,027
00000	20-8070994	CHC National Accounts, Inc	0	0			(20,692,870)	0		0	(20,692,870)	0
00000	20-5185442	CHC National Network, Inc	0	0			318	0		0	318	0
00000	20-8376354	CHC Workers' Compensation, Inc	(19,500,000)	0			(91,525,542)	0		0	(111,025,542)	0
00000	20-1130063	Florida Health Plan Administrators, LLC	17,000,000	(10,000,000)			58,128,065	0		0	65,128,065	0
00000	26-1293772	Coventry Consumer Advantage, Inc	0	0			90	0		0	90	0
00000	20-4096903	First Script Network Services, Inc	0	0			(61,807,076)	0		0	(61,807,076)	0
00000	06-1095987	MetraComp, Inc	0	0			(244)	0		0	(244)	0
00000	74-2879984	Medical Examinations of NY, P.C	0	0			(2,869,810)	0		0	(2,869,810)	0
00000	62-1266888	FOCUS Healthcare Management, Inc	0	0			(190,345)	0		0	(190,345)	0

## 42.1

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	.....YES.....
2.	Will an actuarial opinion be filed by March 1?	.....YES.....
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	.....YES.....
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	.....YES.....
APRIL FILING		
5.	Will Management's Discussion and Analysis be filed by April 1?	.....YES.....
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1?	.....YES.....
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	.....YES.....
JUNE FILING		
8.	Will an audited financial report be filed by June 1?	.....YES.....
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	.....YES.....
AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	.....YES.....

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	.....NO.....
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
14.	Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	.....NO.....
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	.....NO.....
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	.....NO.....
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	.....NO.....
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?	.....NO.....
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	.....NO.....
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1?	.....NO.....
APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	.....NO.....
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	.....NO.....
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	.....NO.....
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	.....NO.....
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?	.....NO.....
AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	.....NO.....

Explanation:

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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Bar code:

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1 2 1 9 3 2 0 1 2 3 6 0 5 9 0 0 0

12.

  
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20.

  
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21.

  
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22.

  
1 2 1 9 3 2 0 1 2 2 1 1 5 9 0 0 0

23.

  
1 2 1 9 3 2 0 1 2 2 1 3 0 0 0 0 0

24.

  
1 2 1 9 3 2 0 1 2 2 1 6 5 9 0 0 0

25.

  
1 2 1 9 3 2 0 1 2 2 1 7 0 0 0 0 0

26.

  
1 2 1 9 3 2 0 1 2 2 2 3 0 0 0 0 0



OVERFLOW PAGE FOR WRITE-INS

M002 Additional Aggregate Lines for Page 02 Line 25.  
\*ASSETS - Assets

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 – 2)	Net Admitted Assets
2504. Other.....			0	1,690
2597. Summary of remaining write-ins for Line 25 from Page 2	0	0	0	1,690

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